

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

INTL FCSTONE INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

59-2921318

(I.R.S. Employer
Identification Number)

708 Third Avenue, Suite 1500

New York, NY 10017

(Address of principal executive offices) (ZIP code)

INTL FCSTONE 2013 STOCK OPTION PLAN

(Full title of the plans)

William J. Dunaway

INTL FCStone Inc.

1251 NW Briarcliff Parkway, Suite 800

Kansas City, Missouri 64116

(Name and address of agent for service)

(816) 410-7129

(Telephone number, including area code, of agent for service)

Copy to:

Scott D. Claassen

Stinson Leonard Street LLP

1201 Walnut, Suite 2900

Kansas City, Missouri 64106

(816) 842-8600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock, par value \$0.01 per share	1,000,000 (2)	\$40.37	\$40,370,000	\$4,892.84

(1) Calculated pursuant to Rules 457(h)(1) and 457(c) based on the average of the high and low prices reported for the Registrant's common stock on February 15, 2019, on the NASDAQ Stock Market. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act of 1933.

(2) Represents the maximum number of shares of Common Stock that may be offered pursuant to this registration statement pursuant to the INTL FCStone Inc. 2013 Stock Option Plan. In the event of a stock split, stock dividend or similar transaction involving the Common Stock, in order to prevent dilution, the number of shares of Common Stock registered hereby shall be automatically increased to cover the additional shares of Common Stock in accordance with Rule 416 under the Securities Act of 1933.

STATEMENT REGARDING REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

INTL FCStone Inc., (the "Company," "we," "us," or "our") is filing this registration statement on Form S-8 for the purpose of registering an additional 1,000,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which may be issued in the future under the INTL FCStone Inc. 2013 Stock Option Plan (the "Plan").

The shareholders approved an amendment to increase the total number of shares authorized for issuance under the Plan from 1,000,000 shares to 2,000,000 shares at the Company's annual meeting held on February 13, 2019.

The Company previously registered an aggregate of 2,500,000 shares of Common Stock under a Registration Statement filed with the Commission on May 30, 2014 (File No. 333-196413) (the "Registration Statement"). The additional shares of Common Stock being registered by this registration statement are of the same class as those securities registered on the Registration Statement. The contents of the Registration Statement, together with all exhibits filed therewith or incorporated therein by reference to the extent not otherwise amended or superseded by the contents hereof or otherwise, are incorporated herein by reference in accordance with General Instruction E to Form S-8.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended September 30, 2018;
- (b) the Registrant's Quarterly Reports on Form 10-Q filed on February 7, 2019;
- (c) the Registrant's Current Reports on Form 8-K filed on October 22, 2018; and
- (d) the description of the Common Stock of the Registrant which is contained in the Registration Statement on Form SB-2 filed on October 13, 1993 (Registration No. 33-70334-A), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities offered hereby remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents; except that nothing in this registration statement shall be deemed to incorporate by reference herein any information included in (i) any document in response to Items 2.01 or 7.01 of a current report on Form 8-K or paragraphs (d)(1), (d)(2), (d)(3) or (e)(5) of Item 407 of Regulation S-K, (ii) any other information that is furnished to the Commission under applicable rules of the Commission rather than filed with the Commission, and (iii) exhibits furnished in connection with the information furnished.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following Exhibits are filed herewith or incorporated herein by reference:

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of the Company, as amended February 25, 2011 (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement of Form S-8 (File No. 333-196413) filed on May 30, 2014)
3.2	Bylaws of the Company, as amended December 16, 2013 (incorporated by reference to Exhibit 3.2 to the Company's Post-Effective Amendment No. 1 on Form S-8 to Registration Statement on Form S-4 (File No. 333-160832) filed on July 31, 2014)
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form SB-2, filed October 13, 1993, File No. 33-70334-A, and as amended by amendments filed December 15, 1993, February 2, 1994, and April 18, 1994)
5.1 *	Opinion of Stinson Leonard Street LLP
23.1 *	Consent of KPMG LLP
23.2 *	Consent of Stinson Leonard Street LLP (contained in Exhibit 5.1)
24.1 *	Power of Attorney included on the signature page of this Registration Statement

* Filed as part of this report.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, State of Missouri, on February 22, 2019.

INTL FCSTONE INC.

By: /s/ William J. Dunaway

William J. Dunaway

Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of INTL FCStone Inc., hereby severally constitute William J. Dunaway our true and lawful attorney with full power to sign for us and in our names in the capacities indicated below this Registration Statement and any and all amendments to said Registration Statement and any registration statements for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462 promulgated under the Securities Act of 1933, as amended, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable INTL FCStone Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ John Radziwill</u> John Radziwill	Director and Chairman of the Board	February 22, 2019
<u>/s/ Sean M. O'Connor</u> Sean M. O'Connor	Director, President and Chief Executive Officer (Principal Executive Officer)	February 22, 2019
<u>/s/ Scott J. Branch</u> Scott J. Branch	Director	February 22, 2019
<u>/s/ Diane L. Cooper</u> Diane L. Cooper	Director	February 22, 2019
<u>/s/ John M. Fowler</u> John M. Fowler	Director	February 22, 2019
<u>/s/ Daryl K. Henze</u> Daryl Henze	Director	February 22, 2019
<u>/s/ Steven Kass</u> Steven Kass	Director	February 22, 2019
<u>/s/ Bruce W. Krehbiel</u> Bruce W. Krehbiel	Director	February 22, 2019
<u>/s/ Eric Parthemore</u> Eric Parthemore	Director	February 22, 2019
<u>/s/ William J. Dunaway</u> William J. Dunaway	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 22, 2019

EXHIBIT INDEX

- 5.1 [Opinion of Stinson Leonard Street LLP](#)
- 23.1 [Consent of KPMG LLP](#)
- 24.1 [Power of Attorney included on signature page of this Registration Statement](#)

February 22, 2019

Mr. Sean O'Connor
Chief Executive Officer
INTL FCStone Inc.
708 Third Avenue, Suite 1500
New York, NY 10017

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to INTL FCStone Inc., a Delaware corporation (the "Company"). The Company has requested that we issue this letter in connection with the Company's filing of its registration statement on Form S-8 (the "Registration Statement") on or about the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), and regulations promulgated thereunder.

The Registration Statement relates to the registration under the Act of an aggregate 1,000,000 shares of the Company's common stock, \$0.01 par value (the "Common Shares"), to be issued pursuant to the INTL FCStone Inc. 2013 Restricted Stock Plan (the "Plan").

As the basis for the opinion hereinafter expressed, we have examined the Registration Statement, the Plan, the Restated Certificate of Incorporation of the Company, as amended, and the Bylaws of the Company, as amended. We also have examined the originals, or duplicates or certified or conformed copies, of such records, agreements, documents and other instruments and have made such other investigations, in each case, as we have deemed relevant and necessary in connection with the opinion expressed below. As to questions of fact material to the opinion expressed below, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinions expressed below.

Based upon the foregoing and subject to the limitations and assumptions set forth herein, we are of the opinion that if and when the Common Shares are issued, delivered and paid for in accordance with the terms of the Plan such Common Shares will be validly issued, fully paid and non-assessable.

Our opinion is subject to (i) the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally, (ii) general equitable principles (whether considered in a proceeding in equity or at law), and (iii) an implied covenant of good faith and fair dealing.

The opinion expressed in this letter is limited in all respects to the Delaware General Corporation Law ("DGCL"), and expressly excludes federal law and state securities laws. The opinion expressed herein is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this letter in the event of future changes in such law or the interpretations thereof or such facts.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Act or other rules and regulations of the Securities and Exchange Commission issued thereunder.

Respectfully submitted,

/s/ STINSON LEONARD STREET LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
INTL FCStone Inc.:

We consent to the use of our reports dated December 11, 2018, with respect to the consolidated balance sheets of INTL FCStone Inc. and subsidiaries (“the Company”) as of September 30, 2018 and 2017, the related consolidated income statements, consolidated statements of comprehensive income, consolidated statements of cash flows, and consolidated statements of stockholders’ equity for each of the years in the three-year period ended September 30, 2018, and the related notes and financial statement schedule (collectively, “the consolidated financial statements”), and the effectiveness of internal control over financial reporting as of September 30, 2018, incorporated by reference herein.

Our report dated December 11, 2018, on the effectiveness of internal control over financial reporting as of September 30, 2018, contains an explanatory paragraph that states management’s assessment of the effectiveness of the Company’s internal control over financial reporting as of September 30, 2018 excluded PayCommerce Financial Solutions, LLC, acquired with effect from September 5, 2018. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of PayCommerce Financial Solutions, LLC.

/s/ KPMG LLP

Kansas City, Missouri
February 22, 2019